

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
(Alexandria Division)**

In re:)	
)	
AIROCARE, INC.,)	Case No. 10-14519-RGM
)	(Chapter 11)
Debtor.)	
)	

**CERTIFICATION OF TABULATION OF BALLOTS WITH RESPECT TO VOTE ON
CHAPTER 11 PLAN OF REORGANIZATION OF AIROCARE, INC.**

I, Lawrence A. Katz, hereby certify as follows:

1. On January 20, 2011, solicitation packages for the Chapter 11 Plan (the “Plan”) of Reorganization of AirOcare, Inc., the debtor and debtor-in-possession herein (the “Debtor”), were served on creditors, equity holders, and Rule 2002 notice parties, as provided in the Order (i) Approving First Amended Disclosure Statement, (ii) Establishing a Deadline for Filing Proofs of Claim by Scheduled, Disputed Creditors, (iii) Approving Form of Ballot, (iv) Establishing Voting Deadline and Procedures for Vote Tabulation, and (v) Approving Form of Notice (the “Disclosure Statement Order”) entered on January 20, 2011, [Docket Entry No. 165]. *See* Certificate of Service for Solicitation Packages for Voting on the Chapter 11 Plan of Reorganization of AirOcare, Inc. [Docket Entry No. 167].

2. Pursuant to the Disclosure Statement Order, only holders of claims in Class 1 and Class 3 were entitled to vote. Ballots were to be submitted to the undersigned counsel to the Debtor by first class mail or overnight delivery no later than 5:00 p.m. EST on March 1, 2011 (the “Voting Deadline”).

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Counsel to AirOcare, Inc.

3. The Tally of Ballots (the "Tally") attached hereto as Exhibit A is an accurate tabulation of ballots cast by holders of claims in Class 1 and Class 3 as of the Voting Deadline. All ballots timely cast were included in the Tally, except for ballots submitted on account of claims to which the Debtor filed objections.

4. A detailed report for the ballots cast in Class 1 and Class 3 is attached hereto as Exhibit B.

5. A list of ballots that are not included in the Tally because such ballots were submitted on account of claims to which the Debtor filed objections is attached hereto as Exhibit C.

6. The ballots received by the undersigned counsel to the Debtor are stored at the offices of Venable LLP, 8010 Towers Crescent Drive, Suite 300, Vienna, Virginia 22182 and are available for inspection by or submission to the Court.

7. To the best of my knowledge, information, and belief, the foregoing information concerning the distribution, submission and tabulation of ballots in connection with the Plan is true and correct.

Dated: March 7, 2011

/s/ Lawrence A. Katz
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Debtor and Debtor in Possession*

EXHIBIT A

Tally of Ballots

[illegible]

EXHIBIT B
Detailed Report of Ballots

Class 1

<i>Date Received</i>	<i>Creditor Name</i>	<i>Amount of Claim</i>	<i>Accept or Reject?</i>
3/1/2011	ARC, LLC	\$1,125,000.00	Accept

Class 3

<i>Date Received</i>	<i>Creditor Name</i>	<i>Amount of Claim</i>	<i>Accept or Reject?</i>
1/26/2011	Edward H. Bersoff	\$56,570.78	Accept
1/31/2011	Allied Electronics, Inc.	\$7,429.10	Accept
1/31/2011	Bruce A. Brightwell	\$1,695.00	Accept
2/1/2011	Barry P. Gossett	\$110,130.55	Accept
2/25/2011	International Investments, LLC	\$113,816.06	Accept
2/28/2011	BSTCO	\$82,533.20	Accept
3/1/2011	Carlos Lima	\$750,000.00	Accept
3/1/2011	Dr. Erik B. Young	\$17,500.00	Accept
3/1/2011	Dr. Erik B. Young, Joyce D.C. Young, and EBY Family LLC	\$1,530,000.00	Accept
3/1/2011	William Snyder	\$8,928.84	Reject

EXHIBIT C
Ballots Not Included in the Tally of Ballots¹

<i>Date Received</i>	<i>Creditor Name</i>	<i>Amount of Claim</i>	<i>Status</i>
2/28/2011	Stuart Rutchik	\$20,126.80	Subject to Objection [DE 171]
3/1/2011	Robert McDonald	\$4,606,141.34	Subject to Objection [DE 169]
3/1/2011	Robert McDonald	\$175,000.00	Subject to Objection [DE 169]
3/1/2011	Jack Prouty	\$3,500,000.00	Subject to Objection [DE 175]
3/1/2011	Key Electronics, Inc.	\$393,751.17	Subject to Objection [DE 183]

¹ Claimants Prouty, Rutchik, and McDonald have all filed motions for temporary allowance of claim [Docket Nos. 189, 192, and 196, respectively].